

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

)	Chapter 11
In re:)	
)	Case No. 00-1982 (GMS)
GST TELECOM INC., <u>et al.</u>,)	
)	Jointly Administered
Debtors.)	
)	
)	
)	
<hr/>)	
GST TELECOM INC., <u>et al.</u>,)	
)	Civil Docket No. 04-CV-1380
Counterplaintiffs,)	
)	
v.)	
)	
JOHN WARTA,)	
)	
Counterdefendant.)	

**DECLARATION OF DANIELLE S. KEMP IN SUPPORT OF DEBTORS’
RESPONSE MEMORANDUM OF POINTS AND AUTHORITIES IN
OPPOSITION TO JOHN WARTA’S MOTION FOR PARTIAL SUMMARY
JUDGMENT REGARDING COUNTS I-IV OF GST’S AMENDED COUNTERCLAIM**

I, Danielle S. Kemp, declare and state as follows:

1. I am an associate with the law firm of Latham & Watkins LLP, Chicago, Illinois.

I am one of the attorneys representing GST Telecom Inc., GST USA, Inc. and GST Telecommunications, Inc. (collectively, “GST”), in the above-captioned adversary proceeding with John Warta (“Warta”).

2. I make this declaration in support of the Debtors’ Response Memorandum of Points and Authorities in Opposition to John Warta’s Motion for Partial Summary Judgment Regarding Counts I-IV of GST’s Amended Counterclaim.

3. Attached and marked as Exhibit 1 are copies of John Warta's 1994 Employment Agreement and 1995 Restated and Amended Employment Agreement with the GST Companies.

4. Attached and marked as Exhibit 2 is a copy of John Warta's June 15, 1998 resignation letter.

5. Attached and marked as Exhibit 3 is a copy of John Warta's September 15, 1998 resignation letter.

6. Attached and marked as Exhibit 4 is a copy of Minutes of a Special Meeting of the Board of Directors of GST Telecommunications, Inc. dated October 20, 1998.

7. Attached and marked as Exhibit 5 is a copy of Limited Liability Company Operation Agreement of Magnacom Wireless, LLC dated October 1, 1995.

8. Attached and marked as Exhibit 6 is a copy of the relevant pages of the Minutes of Meeting of the Finance Committee of GST Telecommunications, Inc. dated August 1, 1996.

9. Attached and marked as Exhibit 7 is a copy of relevant pages of the September 23, 2004 deposition of Peter Legault.

10. Attached and marked as Exhibit 8 is a copy of the Minutes of a Special Board of Directors of GST Telecommunications, Inc. dated January 15-17, 1997.

11. Attached and marked as Exhibit 9 is a copy of the PCS Plus Holding Corporation Confidential Private Placement Memorandum dated December __, 1997.

12. Attached and marked as Exhibit 10 is a copy of the Reseller Agreement dated October 30, 1996, between Magnacom Wireless, LLC and GST Telecom, Inc.

13. Attached and marked as Exhibit 11 is a copy of the Master Services and Facilities Agreement dated March 27, 1998, between GST Telecom, Inc. and PCS Plus Holding Co.

14. Attached and marked as Exhibit 12 is a copy of a letter to the Federal Communications Commission from Phyllis A. Whitten and Nancy Killien Spooner with the Application for Assignment of Authorization or Consent to Transfer of Control of Licenses as an attachment (excluding additional exhibits) dated January 16, 1998.

15. Attached and marked as Exhibit 13 is a copy of the Minutes of a Special Meeting of the Board of Directors of GST Telecommunications, Inc. dated June 2-3, 1998.

16. Attached and marked as Exhibit 14 are copies of emails between Robert Ferchat and John Warta dated August 12-13, 1998.

17. Attached and marked as Exhibit 15 is a copy of the Indemnity Agreement dated August 1998, among John Warta, Pacwest Network, Inc. and GST Telecommunications, Inc.

18. Attached and marked as Exhibit 16 is a copy of emails between Doug Hutcheson and Robert Ferchat dated September 1998.

19. Attached and marked as Exhibit 17 is a copy of emails between John Warta and Doug Hutcheson dated October 9, 1998.

20. Attached and marked as Exhibit 18 is a copy of the Notice of Commencement of Case Under Chapter 11 of Title 11 of the United States Code, dated November 2, 1998, in the case of In re Magnacom Wireless, LLC, No. 98-39048, United States Bankruptcy Court for the Western District of Washington.

21. Attached and marked as Exhibit 19 is a copy of the memo from Daniel Skeritt to Robert Ferchat dated August 20, 1998 (excluding exhibits).

22. Attached and marked as Exhibit 20 is a copy of the Complaint filed on October 20, 1998, in the case of GST Telecommunications, Inc. et al. v. GST Global

Telecommunications, Inc., et al., No. CV 7774_8, Superior Court of California, in and for the County of Santa Clara.

23. Attached and marked as Exhibit 21 is a copy of the Complaint filed on January 25, 1999, in the case of John Warta v. GST USA, Inc., et al., Superior Court No. 99-2-02287-4SEA, State of Washington, County of King.

24. Attached and marked as Exhibit 22 is a copy of Defendants' Answer, Affirmative Defenses and Counterclaims dated February 23, 1999, in the case of John Warta v. GST USA, Inc., et al., Superior Court No. 99-2-02287-4SEA, State of Washington, County of King.

25. Attached and marked as Exhibit 23 is a copy of the Settlement Agreement dated September 15, 1999, by and between Global Light Telecommunications, Inc., GST Mextel, Inc., W. Gordon Blankstein, Ian Watson, Peter Legault, GST Telecommunication, Inc., GST Telecom, Inc. and GST USA, Inc.

26. Attached and marked as Exhibit 24 is a copy of the Notice of Bankruptcy Filing dated May 23, 2000, in the case of John Warta v. GST USA, Inc., et al., No. 99-2-02287-4SEA, State of Washington, County of King.

27. Attached and marked as Exhibit 25 is a copy of the Clerk's Order of Dismissal dated December 20, 2000, in the case of John Warta v. GST USA, Inc., et al., No. 99-2-02287-4SEA, State of Washington, County of King.

28. Attached and marked as Exhibit 26 is a copy of GST Defendants' Motion for Reinstatement of Action dated October 6, 2004, in the case of John Warta v. GST USA, Inc., et al., No. 99-2-02287-4SEA, State of Washington, County of King.

29. Attached and marked as Exhibit 27 is a copy of the Order Granting GST Defendants' Motion for Reinstatement of Action dated October 15, 2004, in the case of John Warta v. GST USA, Inc., et al., No. 99-2-02287-4SEA, State of Washington, County of King.

30. Attached and marked as Exhibit 28 is a copy of the Proof of Claims filed by John Warta (three identical claims were filed; only one is attached) on January 29, 2001, filed in the case of In re GST Telecom, Inc., et al., No. 00-1982, United States Bankruptcy Court for the District of Delaware.

31. Attached and marked as Exhibit 29 is a copy of the Objection of the Debtors to Proofs of Claim Nos. 764, 765, and 766 dated December 7, 2001, filed in the case of In re GST Telecom Inc., et al., No. 00-1982, United States Bankruptcy Court for the District of Delaware. (without exhibits, except for Exhibit B).

32. Attached and marked as Exhibit 30 are copies of Orders Pursuant to 28 U.S.C. Sec. 1452 and Fed. R. Bankr. P. 9006 and 9027 Further Extending the Time Period within Which the Debtors May Remove Actions, dated December 6, 2000, February 22, 2001, October 9, 2001 and March 12, 2002, filed in the case of In re GST Telecom Inc., et al., No. 00-1982, United States Bankruptcy Court for the District of Delaware.

33. Attached and marked as Exhibit 31 is a copy of the Notice of Motion of John Warta for Leave to File Amended Proofs of Claims dated September 9, 2003, in the case of In re GST Telecom, Inc., No. 00-1982, United States Bankruptcy Court for the District of Delaware.

34. Attached and marked as Exhibit 32 is one copy of the Amended Proof of Claims filed by John Warta (three identical claims were filed; only one is attached) on January 12, 2004 in the case of In re GST Telecom, Inc., et al., No. 00-1982, United States Bankruptcy Court for the District of Delaware.

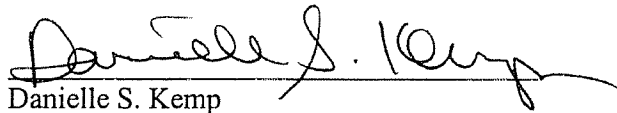
35. Attached and marked as Exhibit 33 is a copy of the Objection of the Debtors to Amended Proofs of Claims Nos. 1211, 1212 and 1213 Filed by John Warta and Counterclaim for Recovery of Damages dated February 12, 2004, in the case of In re GST Telecom, Inc., et al., No. 00-1982, United States Bankruptcy Court for the District of Delaware (without exhibits, except for Exhibit B).

36. Attached and marked as Exhibit 34 is a copy of the Amended Counterclaim dated October 7, 2004, in the case of GST Telecom, Inc. v. John Warta, No. 04-1380, United States District Court for the District of Delaware.

37. Attached and marked as Exhibit 35 is a copy of excerpts from the Status Conference Transcript dated October 7, 2004 regarding In re GST Telecom, Inc., et al., No. 00-1982, United States Bankruptcy Court for the District of Delaware.

I declare under penalty of perjury that the foregoing is true and correct.

Date: April 5, 2005


Danielle S. Kemp